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COBHAM PLC  
WIMBORNE, DORSET, UK

Cobham plc, Brook Road

Wimborne, Dorset, BH21 2BJ, UK

Tel: +44 (0)1202 882020 • Fax: +44 (0)1202 840523

www.cobham.com

Our ref: L/COB/88.2/20309

5<sup>th</sup> April 2007

Securities and Exchange Commission  
Division of Corporate Finance  
Office of International Corporate Finance  
100 F Street NE  
Washington  
DC 20549, USA

Dear Sirs

Securities Exchange Act 1934 Rule 12g3-2(b)  
Issuer: Cobham plc  
File no: 8234923

We enclose the following copy documents as required pursuant to the above-referenced rule:

1. Notice of allotment of shares or securities on Form 88(2) dated 4 April 2007.
2. 3 x General Purposes Committee resolution allotting securities dated 4 April 2007.

If you have any questions or comments, please contact me at +44 (0)1202 857552.

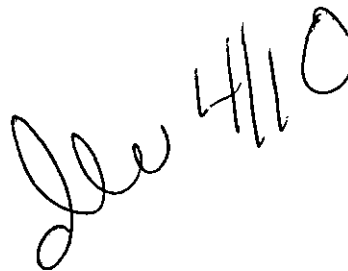
Yours faithfully  
for Cobham plc



J M Pope  
Company Secretary/Solicitor

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FINANCIAL

Please complete in typescript,  
or in bold black capitals  
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88(2)

FORM 88-0 (2) 1991

## Return of Allotment of Shares

Company Number

30470

Company name in full

Cobham plc

## Shares allotted (including bonus shares):

Date or period during which  
shares were allotted  
(If shares were allotted on one date  
enter that date in the "from" box)

From  
Day Month Year

0	4	0	4	2	0	0	7
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To  
Day Month Year

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Class of shares  
(ordinary or preference etc)

Ordinary 2.5p, £,

Number allotted

63,192

Nominal value of each share

£ 0.025

Amount (if any) paid or due on each  
share (including any share premium)

£ 0.025

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

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Consideration for which  
the shares were allotted  
(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)


When you have completed and signed the form send it to  
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235  
For companies registered in Scotland Edinburgh

Companies House receipt date barcode

## Shareholder details

## Shares and share class allotted

Name ROOD NOMINEES LIMITED (CREST PARTICIPANT DT01/CREST MEMBER ACCOUNT CFIN) Address 20 FENCHURCH STREET, LONDON, ENGLAND UK Postcode EC3P 3DB	Class of shares allotted Ordinary 2.5p, £	Number allotted 47,730
Name ROOD NOMINEES LIMITED (CREST PARTICIPANT DT01/CREST MEMBER ACCOUNT CFIN) Address 20 FENCHURCH STREET, LONDON, ENGLAND UK Postcode EC3P 3DB	Class of shares allotted Ordinary 2.5p, £	Number allotted 15,462
Name  Address  UK Postcode	Class of shares allotted	Number allotted
Name  Address  UK Postcode	Class of shares allotted	Number allotted
Name  Address  UK Postcode	Class of shares allotted	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed  J M POPE Date 4/4/07

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MR JOHN POPE, COMPANY SECRETARY, COBHAM PLC, BROOK ROAD, WIMBORNE,	
DORSET, BH21 2BJ	
Tel 01202 882020	
DX number	DX exchange

# COBHAM PLC

## Minutes of a meeting of the General Purposes Committee held at Brook Road, Wimborne, Dorset BH21 2BJ on 4<sup>th</sup> April 2007

Present: A E Cook - Chairman  
W G Tucker

In attendance: J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:


### 1.1 The Cobham Executive Share Option Scheme (1994) – [Approved ("A")]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
29.10.02	S Fitz-Gerald	04.04.07	15,462 ("A")	£14,096.09

It was resolved that a total of 15,462 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
S Fitz-Gerald	15,462	£ 0.91141

- 1.2 It was further resolved that the secretary be instructed:
  - 1.2 1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 15,462 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];
  - 1.2.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.

  
.....  
Chairman

# COBHAM PLC

## Minutes of a meeting of the General Purposes Committee held at Brook Road, Wimborne, Dorset BH21 2BJ on 4<sup>th</sup> April 2007

**Present:** A E Cook - Chairman  
W G Tucker

**In attendance:** J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

### 1.1 The Cobham Executive Share Option Scheme (1994) – [Unapproved ("U")]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
30.10.03	M Vincent	02.04.07	47,730 ("U")	£56,599.67

It was resolved that a total of 47,730 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
M Vincent	47,730	£ 1.16083

- 1.2 It was further resolved that the secretary be instructed:
  - 1.2.1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 47,730 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];
  - 1.2.2. to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.

  
.....  
Chairman

# COBHAM PLC

**Minutes of a meeting of the General Purposes Committee  
held at Cobham plc,  
Brook Road, Wimborne, Dorset BH21 2BJ  
On 4th April 2007**

**Present:** A E Cook - Chairman  
W G Tucker

**In attendance:** J M Pope - Company Secretary

**1. The Cobham Savings Related Share Option Scheme ("the Scheme")**

- 1.1 It was reported that the participants listed on schedule 1.1, the share-save closure schedule, dated 28<sup>th</sup> March 2007, had given notice to the company (such notice being accompanied by the appropriate subscription price of £6,516.66) in compliance with the Scheme rules exercising their options in accordance with the particulars set out in the said schedules.
- 1.2 It was resolved that a total of 6,940 new ordinary shares of 2.5p nominal value each be allotted to the said participants in accordance with the particulars set out in the closure schedules dated 4th January 2007 and that such shares to rank pari passu with the existing ordinary shares of 2.5p each:
- 1.3 It was further resolved that the secretary be instructed:
  - 1.3.1 to direct the registrars to prepare as soon as possible definitive share certificates in respect of the shares allotted as aforesaid; and
  - 1.3.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
  - 1.3.3 to retain a record of closure details relating to this transaction.

2. There being no further business the meeting closed.

  
.....  
**Chairman**

